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CONTINENTAL MATERIALS CORP

Form 4

September 16, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ANDREWS WILLIAM DOUGLAS

			CONTINENTAL MATERIALS CORP [CUO]					(Check all applicable)				
(Last) (First) (Middle) 1555 N ASTOR			3. Date of Earliest Transaction (Month/Day/Year) 09/15/2010					_X_ Director 10% Owner Officer (give title below) Other (specify below)				
CHICAGO	(Street) CAGO, IL 60610			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)						Person						
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	ecution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) onth/Day/Year) (Instr. 8) (A) or				d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common				Code V	Amount	(D)	Price \$					
Stock	09/15/2010			P	400	A	16.98	7,750	D			
Common Stock	09/15/2010			P	200	A	\$ 17	7,950	D			
Common Stock								500	I	Owned by Parents (1)		
Common Stock								1,000	I	In Trust, See Footnote		
								1,000	I			

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Common In Trust,
Stock See
Footnote

(3)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Common Stock 2,600 I Owned by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	8)	5. Mumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

ANDREWS WILLIAM DOUGLAS 1555 N ASTOR CHICAGO, IL 60610

Signatures

William D. O9/16/2010 Andrews

**Signature of Date
Reporting Person

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased in Parent's names. The reporting person has uncompensated investment authority but disclaims beneficial ownership of these shares except to the extent of his position as investment advisor.
- (2) Shares purchased in Trusts held for benefit of Nephew. The reporting person is an uncompensated Trustee with investment authority. The reporting person disclaims beneficial ownership of these shares except to the extent of his position as Trustee and investment advisor.
- (3) Shares purchased in Trusts held for benefit of Niece. The reporting person is an uncompensated Trustee with investment authority. The reporting person disclaims beneficial ownership of these shares except to the extent of his position as Trustee and investment advisor.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.